

RECORDATION NO. 23265-A FILED

DEC 21 '00 9-08 AM

TS  
SURFACE TRANSPORTATION BOARD

OF COUNSEL  
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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

December 20, 2000

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Memorandum of Master Railcar Lease Agreement (Schedule No. 002) , dated as of November 27, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Master Railcar Lease Agreement which is being filed with the Board under Recordation Number 23265.

The names and addresses of the parties to the enclosed document are:

Lessor: First Security Bank, NA  
79 South Main Street  
Salt Lake City, UT 84111

Lessees: Imerys Kaolin, Inc.  
Imerys Clays, Inc.  
100 Mansell Court East  
Roswell, GA 30076

A description of the railroad equipment covered by the enclosed document is:

150 tank railcars ULTX 301615 - ULTX 301764

Mr. Vernon A. Williams  
December 20, 2000  
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Master Railcar Lease Agreement between  
First Security Bank, NA, Lessor, and Imerys Kaolin, Inc. and  
Imerys Clays, Inc., Co-Lessees covering 150 tank railcars  
ULTX 301615 - ULTX 301764.

Also enclosed is a check in the amount of \$26.00 payable to the order  
of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm  
Enclosures

RECORDATION NO. **23265-A** FILED

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**MEMORANDUM  
OF  
MASTER RAILCAR LEASE AGREEMENT**

**SURFACE TRANSPORTATION BOARD**

On the date hereof, the parties hereto entered into that certain Master Railcar Lease Agreement No. 7793078 (the "Lease Agreement") dated as of November 27, 2000, and that certain Lease Schedule No. 002 attached and incorporated by reference thereto, by and between First Security Bank, National Association, not in its individual capacity but solely as Owner Trustee (together with its successors and assigns referred to as "Lessor"), having its principal place of business located at 79 South Main Street, Salt Lake City, Utah 84111, and Imerys Kaolin, Inc., as Co-Lessee, a corporation organized and existing under the laws of the State of Delaware, having its principal place of business located at 100 Mansell Court East, Suite 300, Roswell, GA 30076; and Imerys Clays, Inc. as Co-Lessee, a corporation organized and existing under the laws of the State of Delaware, having its principal place of business located at 100 Mansell Court East, Suite 300, Roswell, GA 30076, jointly and severally, (Imerys Kaolin, Inc. and Imerys Clays, Inc. referred to individually as "Co-Lessee" and together as "Lessee"), pursuant to which Lessor has leased to Lessee the Equipment described on Schedule A hereto, subject to the terms and conditions of said Lease Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, each of the undersigned pursuant to due corporate authority has caused this Memorandum to be duly executed in its respective corporate name by an officer duly authorized and hereby declares pursuant to 28 U.S.C. 1746 under penalty of perjury that this Memorandum is a true and correct document and was executed as of this 18<sup>th</sup> day of December 2000.

LESSOR: **FIRST SECURITY BANK,  
NATIONAL ASSOCIATION**, not in its  
individual capacity, but solely as Owner Trustee

BY: 

NAME: **Brett R. King**  
(Please print)

TITLE: **Vice President**

CO-LESSEE: **IMERYS KAOLIN, INC.**

BY: \_\_\_\_\_

NAME: \_\_\_\_\_  
(Please print)

TITLE: \_\_\_\_\_  
(Must be signed by authorized corporate  
officer or partner)

CO-LESSEE: **IMERYS CLAYS, INC.**

BY: \_\_\_\_\_

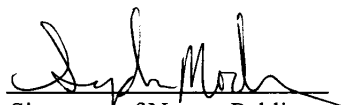
NAME: \_\_\_\_\_  
(Please print)

TITLE: \_\_\_\_\_  
(Must be signed by authorized corporate  
officer or partner)

CORPORATE FORM OF ACKNOWLEDGEMENT

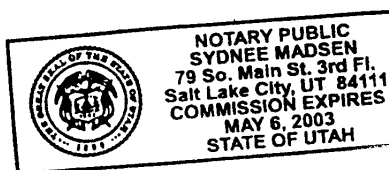
State of Utah )  
County of Salt Lake ) SS:

On this 18<sup>th</sup> day of December, 2000, before me personally appeared Brett B. King,  
to me personally known, who being by me duly sworn, says that he/she is the Vice President  
of First Security Bank, National Association, not in its individual  
capacity but solely as Owner Trustee that the seal affixed to the foregoing instrument is the corporate  
seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, and  
he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said  
corporation.

  
Signature of Notary Public

My commission expires \_\_\_\_\_

Seal



IN WITNESS WHEREOF, each of the undersigned pursuant to due corporate authority has caused this Memorandum to be duly executed in its respective corporate name by an officer duly authorized and hereby declares pursuant to 28 U.S.C. 1746 under penalty of perjury that this Memorandum is a true and correct document and was executed as of this 18<sup>th</sup> day of December 2000.

LESSOR: **FIRST SECURITY BANK,  
NATIONAL ASSOCIATION**, not in its  
individual capacity, but solely as Owner Trustee

BY: \_\_\_\_\_

NAME: \_\_\_\_\_  
(Please print)

TITLE: \_\_\_\_\_

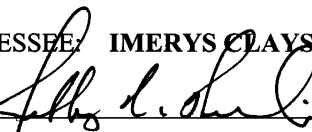
CO-LESSEE: **IMERYS KAOLIN, INC.**

BY: 

NAME: JEFFREY C. HICKS  
(Please print)

TITLE: Treasurer  
(Must be signed by authorized corporate  
officer or partner)

CO-LESSEE: **IMERYS CLAYS, INC.**

BY: 

NAME: JEFFREY C. HICKS  
(Please print)

TITLE: Treasurer  
(Must be signed by authorized corporate  
officer or partner)

**CORPORATE FORM OF ACKNOWLEDGEMENT**

State of Georgia )  
County of Fulton ) SS:

On this 18<sup>th</sup> day of December, 2000, before me personally appeared Jeffrey C. Hicks, to me personally known, who being by me duly sworn, says that he/she is the Treasurer of Imerys Clays, Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Robert C. Wilson III  
Signature of Notary Public

My commission expires Notary Public, DeKalb County, Georgia  
My Commission Expires Dec. 9, 2002

Seal

**CORPORATE FORM OF ACKNOWLEDGEMENT**

State of Georgia )  
County of Fulton ) SS:

On this 18<sup>th</sup> day of December, 2000, before me personally appeared Jeffrey C. Hicks, to me personally known, who being by me duly sworn, says that he/she is the Treasurer of Imerys Kaolin, Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Robert C. Wilam, III  
Signature of Notary Public

My commission expires \_\_\_\_\_  
Notary Public, DeKalb County, Georgia  
My Commission Expires Dec. 9, 2002

Seal



**SCHEDULE A  
TO  
MEMORANDUM OF MASTER RAILCAR LEASE AGREEMENT**

**EQUIPMENT DESCRIPTION**

One Hundred Fifty (150) New 2000 Union Tank Car Company carbon steel tank cars as more specifically described below together with all now owned or hereafter acquired accessories, parts, repairs, replacements, substitutions, attachments, modifications, additions and accessions of, to or upon such items of property.

Reporting Marks and Running Numbers: UTLX301615 through and including UTLX301764